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Attorneys for Plaintiffs

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF UTAH

BLAINE FLINDERS and DAVID BROWN,
on Behalf of Themselves and Others Similarly
Situated,

Plaintiffs,

v.

WORKFORCE STABILIZATION PLAN OF
PHILLIPS PETROLEUM COMPANY and
JOSEPH HIGH,

Defendants.

CLASS ACTION

**MEMORANDUM IN SUPPORT OF
MOTION FOR APPROVAL OF
NOTICE TO CLASS MEMBERS OF
SETTLEMENT AND AWARD OF
ATTORNEY'S FEES AND COSTS**

Civil No. 2:04CV 00541

Judge: Dale A. Kimball

Plaintiffs file this memorandum in support of their motion for approval of the "Notice of Proposed Class Action Settlement" attached to the motion as Exhibit A.

BASIS FOR APPROVAL

Rule 23(e)(1)(B) of the Federal Rules of Civil Procedure provides that in any class action “[t]he court must direct notice in a reasonable manner to all class members who would be bound by a proposed settlement, voluntary dismissal, or compromise.”

In this case, the parties have reached a proposed settlement and the Court has scheduled a hearing on the settlement for December 19, 2007. The notice prepared by class counsel and attached to the motion provides reasonable notice because it (1) is directed to each member of the plaintiff class; (2) accurately describes the lawsuit, including its current status; (3) describes the proposed settlement, including its impact on each class member; (4) describes the proposed award of attorney’s fees and costs to class counsel; (5) explains the process for objecting or seeking to intervene in the lawsuit; and (6) notifies each class member of the date, time and location of the hearing on the settlement and award of attorney’s fees and costs. Accordingly, it meets the requirements of Rule 23 and should be approved.

CONCLUSION

Based on the foregoing, Plaintiffs request that the Notice attached as Exhibit A to the motion be approved, and that the Court order that it be sent by U.S. Mail no later than November 30, 2007.

DATED this 29th day of November, 2007.

RAY QUINNEY & NEBEKER P.C.

/s/ Scott A. Hagen

Scott A. Hagen

Michael E. Blue

Liesel B. Stevens

Attorneys for Plaintiffs

CERTIFICATE OF SERVICE

I hereby certify that on November 29, 2007, I electronically filed the foregoing
**MEMORANDUM IN SUPPORT OF MOTION FOR APPROVAL OF NOTICE TO
CLASS MEMBERS OF SETTLEMENT AND AWARD OF ATTORNEY'S FEES AND
COSTS** with the Clerk of Court using the CM/ECF system which sent notification of such filing
to the following:

Matthew M. Durham
Justin B. Palmer
Stoel Rives LLP
201 South Main Street, Suite 1100
Salt Lake City, Utah 84111

/s/ Doris Van den Akker

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